

**A309C5F**  
**HEARING    NOVEMBER 3, 2009**

1            BEFORE THE BOARD OF OIL, GAS AND MINING

2            DEPARTMENT OF NATURAL RESOURCES

3            STATE OF UTAH

4    IN THE MATTER OF THE REQUEST )  
5    FOR AGENCY ACTION OF            )  
6    NEWFIELD PRODUCTION COMPANY )  
7    FOR APPROVAL OF CONSOLIDATED )  
8    UNIT OPERATIONS AND ENHANCED )  
9    AND SECONDARY RECOVERY        )  
10   OPERATIONS IN THE GREEN        )  
11   RIVER FORMATION IN TOWNSHIPS )  
12   8 AND 9 SOUTH, RANGES            )  
13   15-19 EAST, S.L.M., AND           )  
14   TOWNSHIP 4 SOUTH, RANGE 2        )  
15   WEST, U.S.B. & M., DUCHESNE     )  
16   AND UINTAH COUNTIES, UTAH,       )  
17   FOR AUTHORITY FOR UNDERGROUND )  
18   INJECTION OF WATER, TO AMEND     )  
19   ORDERS APPROVING SUCH            )  
20   OPERATIONS IN PORTIONS OF        )  
21   THOSE LANDS, AND                  )  
22   CERTIFICATION AS AN ENHANCED     )  
23   RECOVERY PROJECT                  )

24   -----  
25            DOCKET NO. 2009-008, CAUSE NO. 213-11  
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16   TAKEN AT:                            Department of Natural Resources  
17    1594 West North Temple  
18    Room 314  
19    Salt Lake City, Utah

20   DATE:                                 November 3, 2009  
21   TIME:                                 8:05 a.m. to 8:38 a.m.

22   REPORTED BY:                         Emily A. Gibb, RPR, CSR

23   ATKINSON-BAKER, INC.  
24   COURT REPORTERS  
25   www.depo.com  
     (800) 288-3376

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<div>1                    APPEARANCES</div> <div>2 CHAIRMAN:</div> <div>3 Douglas E. Johnson</div> <div>4</div> <div>5 BOARD MEMBERS:</div> <div>6 James T. Jensen</div> <div>7 Ruland J. Gill, Jr. (Excused)</div> <div>8 Jake Y. Harouny (Excused)</div> <div>9 Kelly Payne</div> <div>10 Samuel C. Quigley</div> <div>11 Jean Semborski (Recused)</div> <div>12</div> <div>13 DIVISION OF OIL, GAS AND MINING:</div> <div>14 John R. Baza, Director</div> <div>15 Dana Dean, Associate Director, Mining (Excused)</div> <div>16 Gil Hunt, Associate Director, Oil and Gas</div> <div>17 Steve Schneider, Administrative Policy Coordinator</div> <div>18 Julie Ann Carter, Secretary to the Board</div> <div>19 Marianne Burbidge, Legal Secretary</div> <div>20</div> <div>21 ASSISTANT ATTORNEYS GENERAL:</div> <div>22 Steven F. Alder - Division Attorney</div> <div>23 Fred Donaldson - Division Attorney (Excused)</div> <div>24 Michael S. Johnson - Board Attorney</div> <div>25 Stephen Schwendiman - Board Attorney</div> <div>26 Megan Depaulis - Board Attorney (Excused)</div> <div>27</div> <div>28</div> <div>29</div> <div>30</div> <div>31</div> <div>32</div> <div>33</div> <div>34</div> <div>35</div> <div>Page 2</div>	<div>1                    Docket No. 2009-008 Cause No. 213-11</div> <div>2                    Tuesday, November 3, 2009</div> <div>3                    (The proceedings began at 8:05 a.m.)</div> <div>4</div> <div>5                    CHARIMAN JOHNSON: Good morning. We welcome</div> <div>6 everyone. This is a special hearing of the Utah</div> <div>7 Board of Oil, Gas and Mining. We have one item on</div> <div>8 the docket today.</div> <div>9                    This is in the matter of the request for</div> <div>10 agency action of Newfield Production Company for</div> <div>11 approval of consolidated unit operations and enhanced</div> <div>12 and secondary recovery operations in the Green River</div> <div>13 Formation in Townships 8 and 9 South, Ranges 15</div> <div>14 through 19 East, S.L.M., and Township 4 South, Range</div> <div>15 2 West, U.S.B. &amp; M., Duchesne and Uintah Counties,</div> <div>16 Utah, for authority for underground injection of</div> <div>17 water, to amend the orders approving such operations</div> <div>18 in portions of those lands, and certification as an</div> <div>19 enhanced recovery project.</div> <div>20                    This is a continuation of an item that we</div> <div>21 heard -- was it August?</div> <div>22                    MR. CLAWSON: August 26th.</div> <div>23                    CHARIMAN JOHNSON: August 26th. Okay.</div> <div>24                    And Mr. Clawson, you're representing the</div> <div>25 petitioner?</div> <div>Page 4</div>
<div>1                    A P P E A R A N C E S</div> <div>2 FOR NEWFIELD PRODUCTION COMPANY:</div> <div>3 THOMAS W. CLAWSON, ESQ.</div> <div>4 Vancott, Bagley, Cornwall &amp; McCarthy, P.C.</div> <div>5 36 South State Street</div> <div>6 Suite 1900</div> <div>7 Salt Lake City, Utah 84111-1478</div> <div>8 Telephone: (801) 532-3333</div> <div>9</div> <div>10 FOR QUESTAR EXPLORATION &amp; PRODUCTION:</div> <div>11 A. JOHN DAVIS, III</div> <div>12 HOLME ROBERTS &amp; OWEN LLP</div> <div>13 299 South Main Street</div> <div>14 Suite 1800</div> <div>15 Salt Lake City, Utah 84111-2263</div> <div>16 Telephone: (801) 323-3204</div> <div>17</div> <div>18 FOR QUINEX ENERGY CORPORATION, JOHN CHASEL, BALSAM</div> <div>19 PRODUCING PROPERTIES, AND WYOMING AND MONTANA OIL</div> <div>20 COMPANY:</div> <div>21 PHILLIP W. LEAR, ESQ.</div> <div>22 Lear &amp; Lear, L.L.P.</div> <div>23 The Downey Mansion</div> <div>24 808 East South Temple Street</div> <div>25 Salt Lake City, Utah 84102</div> <div>26 Telephone: (801) 538-5000</div> <div>27</div> <div>28 * * *</div> <div>29</div> <div>30</div> <div>31</div> <div>32</div> <div>33</div> <div>34</div> <div>35</div> <div>Page 3</div>	<div>1                    MR. CLAWSON: That's right.</div> <div>2                    Tom Clawson with the Law Firm of Vancott</div> <div>3 Bagley in Salt Lake representing Newfield Production</div> <div>4 Company.</div> <div>5                    CHARIMAN JOHNSON: Okay. And --</div> <div>6                    MR. ALDER: Steve --</div> <div>7                    CHARIMAN JOHNSON: -- Steve Alder</div> <div>8 representing the state?</div> <div>9                    MR. ALDER: Yes.</div> <div>10                    CHARIMAN JOHNSON: And the record should</div> <div>11 reflect that on August 26, we had four board members.</div> <div>12 And we're joined again -- we're joined this morning</div> <div>13 by Jean Semborski, who is a member of the board but</div> <div>14 will not be participating in the decision.</div> <div>15                    MR. CLAWSON: Okay. That's fine.</div> <div>16                    CHARIMAN JOHNSON: Mr. Lear?</div> <div>17                    MR. LEAR: Yes, Phillip Lear from The Law</div> <div>18 Firm of Lear &amp; Lear, representing Quinex Energy</div> <div>19 Corporation, John Chasel, Balsam Producing</div> <div>20 Properties, and Wyoming and Montana Oil Company.</div> <div>21                    CHARIMAN JOHNSON: Thank you.</div> <div>22                    And Mr. Davis?</div> <div>23                    MR. DAVIS: Yes, Mr. Chairman.</div> <div>24                    John Davis, Holme Roberts &amp; Owen,</div> <div>25 representing Questar Exploration &amp; Production.</div> <div>Page 5</div>

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<p>1        CHARIMAN JOHNSON: Okay. Is there anyone 2 else representing a party to the matter? 3        (No response.) 4        Okay. Mr. Clawson, if you would please 5 proceed then. 6        MR. CLAWSON: Thank you very much. It's a 7 pleasure to be back. 8        As you recall, the board first heard the 9 evidence in this cause on August 26, 19 -- or 2009 at 10 its regularly scheduled hearing, and then on 11 September 16th, issued its minute entry regarding 12 the -- its decision on that evidence. 13        The minute entry approved Newfield's request 14 in all respects except for the use of the April 30, 15 2008 cutoff date. And the board found that a plan of 16 allocation using a more current well -- using more 17 current well and production information would be more 18 protective of the party's correlative rights and 19 suggested using a May 31, 2009 date. 20        Newfield has accepted the board's suggestion 21 and redone its exhibits and recalculated the tract 22 participation factors for the separate tracts within 23 the unit area. The purpose of today's hearing is to 24 give Newfield an opportunity to present its revised 25 exhibits and also to provide supporting testimony to</p> <p style="text-align: right;">Page 6</p>	<p>1 economics of the proposed project. 2        And with that, we're ready to move forward. 3        CHARIMAN JOHNSON: What about swearing the 4 witnesses? We're okay. 5        MR. MICHAEL JOHNSON: Might as well do it 6 again. Easy enough. 7        CHARIMAN JOHNSON: Do it again? 8        MR. MICHAEL JOHNSON: Uh-huh. 9        CHARIMAN JOHNSON: Okay. Can we swear them 10 then, please? 11        COURT REPORTER: Raise your right hand, 12 please. 13 14 Thereupon -- 15        KELLY DONOHOU AND MIKE JENSEN, 16 were called as witnesses, and having been first duly 17 sworn to tell the truth, the whole truth, and nothing 18 but the truth, testified as follows: 19 20        EXAMINATION 21        MR. CLAWSON: My first witness is Kelly 22 Donohoue. 23        Would you please state your name and 24 position at Newfield for the record. 25        MS. DONOHOU: Kelly Donohoue. I am the</p> <p style="text-align: right;">Page 8</p>
<p>1 those exhibits and the May 31, 2009 cutoff date. 2        And today we'll also report on the status of 3 Newfield's efforts to acquire or to obtain the 4 ratifications of the unit agreement and the unit 5 operating agreement. We're not planning to go back 6 over any of the technical points that were previously 7 touched on or dealt with at the -- at the 8 August 26th hearing. 9        I have two witnesses today. Both testified 10 at the board's previous hearing and both were sworn 11 in at that time. I don't know if it's appropriate to 12 have them resworn today or not. But in any case, 13 Kelly Donohoue is sitting on my right and she will 14 testify about the revisions to the land exhibits that 15 were required in changing the cutoff date from the 16 April 30th date to the May 31st date, and will also 17 testify about the status of the processes of 18 obtaining the ratifications. 19        And then Mike Jensen, who is sitting on the 20 end of the row behind me, will testify about the 21 actual calculations of the participating tract 22 factors -- or the tract participating factors using 23 the May 31, 2009 cutoff date, the reasonableness of 24 the waiting factors using that cutoff date, and also 25 the effect of changing the cutoff date on the</p> <p style="text-align: right;">Page 7</p>	<p>1 Land Lead for the Rocky Mountain Division of Newfield 2 Production Company. 3        MR. CLAWSON: Did you previously testify in 4 behalf of Newfield at the board's August 26, 2009 5 hearing? 6        MS. DONOHOU: Yes, I did. 7        MR. CLAWSON: Did that testimony include 8 discussing the various positions of the unit 9 agreement, the unit operating agreement, including 10 the allocation of the costs and production for the 11 proposed project? 12        MS. DONOHOU: It did, yes. 13        MR. CLAWSON: Are you familiar with the 14 board's September 26, 2009 minute entry that was 15 entered in this cause? 16        MS. DONOHOU: Yes, I am. 17        MR. CLAWSON: Has Newfield recalculated the 18 tract participation factors for the separate tracts 19 and revised the pertinent exhibits to the unit 20 agreement and unit operating agreement incorporated 21 on May 31, 2009 cutoff date? 22        MS. DONOHOU: Yes, we have. 23        MR. CLAWSON: Is the May 31, 2009 cutoff 24 date the most recent date for which the pertinent 25 drilling and production data is available?</p> <p style="text-align: right;">Page 9</p>

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<p>1            MS. DONOHOUE: It is the most recent data 2 available at the time the board's finding was made. 3 I think there's maybe a month or more available 4 today, but you can only work so far in advance. So 5 yes, it is. 6            MR. CLAWSON: Is it practicable? 7            MS. DONOHOUE: Yes, it is. 8            MR. CLAWSON: Okay. I would refer you to 9 Revised Land Exhibit No. 2. 10           Do you recognize this exhibit and all of its 11 contents? 12           MS. DONOHOUE: Yes. Yes, I do. 13           MR. CLAWSON: Was it prepared by you or 14 under your supervision or by Newfield for purposes of 15 this hearing or in the course of its normal business 16 activities? 17           MS. DONOHOUE: Yes. 18           MR. CLAWSON: What is this exhibit and what 19 does it show? 20           MS. DONOHOUE: This is a list of all of the 21 wells that have been drilled and put on production 22 from -- that are inside the unit boundaries and 23 within a half mile radius up to September 15th. 24           MR. CLAWSON: Is it a revision to the 25 request for agency action that was filed in this</p> <p style="text-align: right;">Page 10</p>	<p>1           12 that defines the participation and allocation 2 factors. And it just changes the cutoff date from 3 April 30th of 2008 to May 31, 2009. 4           MR. CLAWSON: Does the allocation formula 5 under the unit agreement use the same criteria or 6 parameters as was previously testified to at the 7 August 26th hearing? 8           MS. DONOHOUE: Yes, it does. Useable tract 9 rate and cumulative production. 10           MR. CLAWSON: Are the only changes to this 11 exhibit to change the previously proposed 12 April 30th, 2008, cutoff date to a May 31, 2009 13 cutoff date? 14           MS. DONOHOUE: Yes. 15           MR. CLAWSON: Okay. Now, I would refer you 16 to Land Exhibit No. 4, which is marked second page 17 only. 18           Are you familiar with this exhibit? 19           MS. DONOHOUE: Yes. 20           MR. CLAWSON: Was it prepared by you or 21 under your supervision or by Newfield for purposes of 22 this hearing? 23           MS. DONOHOUE: Yes. 24           MR. CLAWSON: And what is this exhibit and 25 what does it show?</p> <p style="text-align: right;">Page 12</p>
<p>1 cause? 2           MS. DONOHOUE: Yes, it is. 3           MR. CLAWSON: Which exhibit in the request? 4           MS. DONOHOUE: Oh, I'm sorry. It's Exhibit 5 D in the request. 6           MR. CLAWSON: And what is its importance? 7           MS. DONOHOUE: It just identifies the wells 8 that are subject to Newfield's petition as required 9 by the board's rule. And I believe it's Rule 10 R649-5-1 and 649-5-2. 11           MR. CLAWSON: Okay. Now, I would refer you 12 to Revised Land Exhibit No. 3, which is marked 13 "Replacement page 6." 14           Have you examined this exhibit and are you 15 familiar with it? 16           MS. DONOHOUE: Yes, I am. 17           MR. CLAWSON: Was it prepared by you or 18 under your supervision or by Newfield for the 19 purposes of this hearing? 20           MS. DONOHOUE: Yes, it was. 21           MR. CLAWSON: What is this exhibit and what 22 does it show? 23           MS. DONOHOUE: This is the page 6 to the 24 unit agreement for the Greater Monument Butte Unit. 25 Basically, it changes only the cutoff date in Section</p> <p style="text-align: right;">Page 11</p>	<p>1           MS. DONOHOUE: This is a map that shows all 2 of the wells that are within the unit boundary and 3 those within the half mile radius as of September 15. 4 And it should be the -- it's the same list -- the 5 same number of wells, same wells that were on the 6 exhibit list of wells that we just talked about. 7           MR. CLAWSON: And that would be Revised Land 8 Exhibit No. 2? 9           MS. DONOHOUE: Yes. 10           MR. CLAWSON: Okay. Now, I would refer you 11 to revised Land Exhibit 6. 12           MR. JENSEN: May I ask a question, 13 Mr. Chairman? 14           MR. CLAWSON: Sure. 15           CHARIMAN JOHNSON: Of course. 16           MR. JENSEN: So do I understand that the 17 well count didn't change? 18           THE WITNESS: The well count did change. 19           MR. JENSEN: It did change. I am sorry. 20 Thank you. 21           CHARIMAN JOHNSON: You just said that the -- 22 the new map we have, the Land Exhibit 4 matches the 23 well listing on the revised land Exhibit 2. 24           THE WITNESS: Yes, I did. 25           CHARIMAN JOHNSON: That's the change?</p> <p style="text-align: right;">Page 13</p>

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<p>1        THE WITNESS: Uh-huh.</p> <p>2        MR. CLAWSON: The rules required that a</p> <p>3        petition contained a list of the wells within the</p> <p>4        project area and the half mile radius. And normally,</p> <p>5        that's done on just a plat because there's a limited</p> <p>6        area and then a limited number of wells. But here we</p> <p>7        have 1700 wells. So it was done on a list and a map.</p> <p>8        MR. JENSEN: Thank you.</p> <p>9        MR. CLAWSON: So I would refer you back to</p> <p>10       Land Exhibit No. 6.</p> <p>11       MS. DONOHOU: Uh-huh.</p> <p>12       MR. CLAWSON: Are you familiar with this</p> <p>13       exhibit?</p> <p>14       MS. DONOHOU: I am.</p> <p>15       MR. CLAWSON: Was it prepared by you or</p> <p>16       under your supervision or in Newfield's -- for</p> <p>17       purposes of this hearing?</p> <p>18       MS. DONOHOU: Yes, it was prepared.</p> <p>19       MR. CLAWSON: What is this exhibit and why</p> <p>20       is it important?</p> <p>21       MS. DONOHOU: This is the Exhibit C and C-1</p> <p>22       to the unit agreement and unit operating agreement.</p> <p>23       Exhibit C shows how the tract participation factors</p> <p>24       were derived in this case because we changed the</p> <p>25       cutoff date. It changed every single one of the</p> <p style="text-align: right;">Page 14</p>	<p>1       rounding changes that they wanted us to make in C-1</p> <p>2       to tracts 9, 11, and 14, which we did.</p> <p>3       MR. CLAWSON: Okay. Let me refer you to</p> <p>4       Revised Land Exhibit 6, which the board received this</p> <p>5       morning. It's a replacement page for C-1 that we</p> <p>6       previously filed.</p> <p>7       So referring to Land Exhibit 6, which is</p> <p>8       marked Exhibit C-1, Replacement pages 3 and 4, are</p> <p>9       you familiar with this exhibit?</p> <p>10       MS. DONOHOU: Yes.</p> <p>11       MR. CLAWSON: Was it prepared by you or</p> <p>12       under your supervision or by Newfield for purposes of</p> <p>13       this hearing?</p> <p>14       MS. DONOHOU: Yes.</p> <p>15       MR. CLAWSON: And does this exhibit show the</p> <p>16       changes that the BLM required?</p> <p>17       MS. DONOHOU: Yes, it does.</p> <p>18       MR. CLAWSON: And can you please tell the</p> <p>19       board where those changes were made and why?</p> <p>20       MS. DONOHOU: Okay. On page 3, tract 9 and</p> <p>21       tract 11, in the leased track participation factors</p> <p>22       and on your exhibits, those are shaded. And then on</p> <p>23       page 4 in tract 14, the lease participation factor on</p> <p>24       page 4.</p> <p>25       MR. CLAWSON: And why were the changes</p> <p style="text-align: right;">Page 16</p>
<p>1       tract participation factors from those that we</p> <p>2       presented before. So C is changed in its entirety</p> <p>3       for the tract participation factor.</p> <p>4       MR. CLAWSON: And it shows the changes based</p> <p>5       on the May 31, 2009 cutoff date?</p> <p>6       MS. DONOHOU: Yes, it does.</p> <p>7       MR. CLAWSON: In preparing Exhibit C, did</p> <p>8       Newfield use the same methodology as it used before</p> <p>9       and as testified to at the August 26th hearing?</p> <p>10       MS. DONOHOU: Yes.</p> <p>11       MR. CLAWSON: Did -- has the BLM checked the</p> <p>12       calculations in these exhibits?</p> <p>13       MS. DONOHOU: Yes.</p> <p>14       MR. CLAWSON: Did the BLM require Newfield</p> <p>15       to make any changes to Exhibit C-1?</p> <p>16       MS. DONOHOU: Yes.</p> <p>17       MR. CLAWSON: I guess I should ask, is the</p> <p>18       BLM -- BLM comfortable with the calculations that</p> <p>19       have been submitted?</p> <p>20       MS. DONOHOU: They have indicated to us</p> <p>21       they are, yes.</p> <p>22       MR. CLAWSON: All right. And -- but did</p> <p>23       they require Newfield to make any changes to</p> <p>24       Exhibit C-1?</p> <p>25       MS. DONOHOU: Yes. There were some</p> <p style="text-align: right;">Page 15</p>	<p>1       requested?</p> <p>2       MS. DONOHOU: We had rounded slightly</p> <p>3       differently than the BLM does, and we changed them to</p> <p>4       match what the BLM showed.</p> <p>5       MR. CLAWSON: Do the changes affect the</p> <p>6       calculations of the tract participation factors for</p> <p>7       the separate tracts in this area?</p> <p>8       MS. DONOHOU: They do not, no.</p> <p>9       MR. CLAWSON: Okay. Now I would refer you</p> <p>10       to Revised Land Exhibit 7, replacement pages 1 and 2.</p> <p>11       Are you familiar with this exhibit?</p> <p>12       MS. DONOHOU: Yes, I am.</p> <p>13       MR. CLAWSON: Was it prepared by you or</p> <p>14       under your supervision or by Newfield for purposes of</p> <p>15       this hearing?</p> <p>16       MS. DONOHOU: Yes, it was.</p> <p>17       MR. CLAWSON: Could you please tell us what</p> <p>18       this exhibit is and what does it show?</p> <p>19       MS. DONOHOU: This is page 2 and 11 of the</p> <p>20       unit operating agreement. And all we did was changed</p> <p>21       where there were references to a cutoff date. So on</p> <p>22       section 1.214 and 1.215 on page 2, there was under</p> <p>23       the definition of a unit well, we changed from</p> <p>24       April 30th to May 31. And on the interim period</p> <p>25       well, we made a change from April 30, 2008 to May 31,</p> <p style="text-align: right;">Page 17</p>

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<p>1    2009.</p> <p>2        And then on page 11 under 10.3, the</p> <p>3    investment adjustment, again, investment adjustments</p> <p>4    will be made from May 31, 2009, instead of the</p> <p>5    previous date that we had in there of April 30, 2008.</p> <p>6        MR. CLAWSON: So the only changes to this</p> <p>7    exhibit were to change the May 30 -- or I'm sorry,</p> <p>8    the April 30th date to May 31, 2009 date?</p> <p>9        MS. DONOHOUE: Yes, that is correct.</p> <p>10       MR. CLAWSON: Now I would refer you to</p> <p>11   Revised Land Exhibit 9. It's marked first page only.</p> <p>12   Are you familiar with this exhibit?</p> <p>13       MS. DONOHOUE: Yes, I am.</p> <p>14       MR. CLAWSON: Was it prepared by you or</p> <p>15   under your supervision or by Newfield for purposes --</p> <p>16       MS. DONOHOUE: Was it Exhibit 8 or 9?</p> <p>17       MR. CLAWSON: It's -- it's Land Exhibit --</p> <p>18   well, okay. My mistake.</p> <p>19       Okay. I'd refer you to what's marked as</p> <p>20   Revised Land Exhibit No. 9.</p> <p>21       MS. DONOHOUE: Okay.</p> <p>22       MR. CLAWSON: However, I note that it should</p> <p>23   be marked Revised Land Exhibit No. 8.</p> <p>24       Right.</p> <p>25       At the bottom part of the page, it is -- it</p> <p style="text-align: right;">Page 18</p>	<p>1       MS. DONOHOUE: Yes, we did.</p> <p>2       MR. CLAWSON: And when did you mail or</p> <p>3   otherwise provide the revisions for the owner's</p> <p>4   ratification?</p> <p>5       MS. DONOHOUE: We mailed them on</p> <p>6   September 28th.</p> <p>7       MR. CLAWSON: Can you report on the result</p> <p>8   of that mailing and your efforts to obtain</p> <p>9   ratifications to the agreements?</p> <p>10       MS. DONOHOUE: We have, at the current time,</p> <p>11   we have 88.85 percent of the working interest owners</p> <p>12   ratifying and improving the unit, and we have</p> <p>13   87.93 percent of the royalty owners.</p> <p>14       MR. CLAWSON: Has the -- and do you have</p> <p>15   those in writing?</p> <p>16       MS. DONOHOUE: I do.</p> <p>17       MR. CLAWSON: Has the BLM indicated its</p> <p>18   acceptance of the revisions to the exhibits?</p> <p>19       MS. DONOHOUE: Yes, they have.</p> <p>20       MR. CLAWSON: Has the School and</p> <p>21   Institutional -- Institutional Trust Land's</p> <p>22   Administration indicated its acceptance of the</p> <p>23   revisions?</p> <p>24       MS. DONOHOUE: Yes.</p> <p>25       MR. CLAWSON: That's all of the questions I</p> <p style="text-align: right;">Page 20</p>
<p>1    is correctly marked. Our label at the top is</p> <p>2    incorrect. It should be an 8 instead of a 9.</p> <p>3       Are you familiar with this exhibit?</p> <p>4       MS. DONOHOUE: I am.</p> <p>5       MR. CLAWSON: Moreso than I am?</p> <p>6       MS. DONOHOUE: (Witness laughing.)</p> <p>7       MR. CLAWSON: Was it prepared by you or</p> <p>8    under your supervision?</p> <p>9       MS. DONOHOUE: Yes, it was.</p> <p>10       MR. CLAWSON: And could you please tell us</p> <p>11   what this exhibit is and why it's important?</p> <p>12       MS. DONOHOUE: This is Exhibit D to the unit</p> <p>13   operating agreement and it shows all of the working</p> <p>14   interest owners and their percentages that they would</p> <p>15   have in the unit using their tract parti -- the tract</p> <p>16   participation factors. So it's as the totals come</p> <p>17   out after all the calculations.</p> <p>18       MR. CLAWSON: And this is based on the</p> <p>19   May 31st, 2009 cutoff date?</p> <p>20       MS. DONOHOUE: Yes, it is.</p> <p>21       MR. CLAWSON: Did you provide the revised</p> <p>22   pages in the exhibits to all of the owners in the</p> <p>23   proposed unit and request a ratification of the</p> <p>24   revised unit agreement and revised unit operating</p> <p>25   agreement?</p> <p style="text-align: right;">Page 19</p>	<p>1    have for this witness.</p> <p>2       CHARIMAN JOHNSON: Mr. Alder?</p> <p>3       MR. ALDER: The division has no questions.</p> <p>4       CHARIMAN JOHNSON: Does the board have any</p> <p>5   questions for Ms. Donohoue?</p> <p>6       THE BOARD: (No response.)</p> <p>7       CHARIMAN JOHNSON: Thank you.</p> <p>8       MR. CLAWSON: I'd ask that Revised Land</p> <p>9   Exhibits 2, 3, 4, 6, and that includes the</p> <p>10   Exhibit C-1 replacement pages 3 and 4, Revised Land</p> <p>11   Exhibit 7 and 8, and all of the materials contained</p> <p>12   therein be admitted to the record.</p> <p>13       MR. ALDER: No objection.</p> <p>14       MR. LEAR: No objection.</p> <p>15       MR. DAVIS: No objection.</p> <p>16       CHARIMAN JOHNSON: Was there also a C-1?</p> <p>17       MR. CLAWSON: C-1 is part of Exhibit 6.</p> <p>18       CHARIMAN JOHNSON: Okay.</p> <p>19       MR. CLAWSON: C-1 is -- Exhibit 6 is C and</p> <p>20   C-1.</p> <p>21       CHARIMAN JOHNSON: I just listed it poorly</p> <p>22   on my list.</p> <p>23       Okay. Does the board have any objections?</p> <p>24       THE BOARD: No.</p> <p>25       CHARIMAN JOHNSON: Okay. So those exhibits</p> <p style="text-align: right;">Page 21</p>

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<p>1 are entered.</p> <p>2 MR. CLAWSON: Okay.</p> <p>3 CHARIMAN JOHNSON: Six exhibits in total?</p> <p>4 MR. CLAWSON: Well, seven including the</p> <p>5 replacement page to Exhibit C-1.</p> <p>6 CHARIMAN JOHNSON: Okay.</p> <p>7 MR. CLAWSON: Which I -- we provided this</p> <p>8 morning.</p> <p>9 CHARIMAN JOHNSON: Okay. All right. Those</p> <p>10 are admitted then. Thank you.</p> <p>11 MR. CLAWSON: Thank you.</p> <p>12 I'd like to call my next witness.</p> <p>13 (Mike Jensen was called as the next</p> <p>14 witness.)</p> <p>15 Would you please state your name and</p> <p>16 position with Newfield for the record.</p> <p>17 MR. JENSEN: My name is Mike Jensen. I am a</p> <p>18 reservoir engineer and a Uintah Basin team lead for</p> <p>19 Newfield Production Company.</p> <p>20 MR. CLAWSON: Did you previously testify as</p> <p>21 an expert in petroleum engineering reserve</p> <p>22 calculations and water flood projects and operations</p> <p>23 on Newfield's behalf at the board's August 26, 2009</p> <p>24 hearing in this cause?</p> <p>25 MR. JENSEN: Yes, I did.</p> <p style="text-align: right;">Page 22</p>	<p>1 <b>that process?</b></p> <p>2 A. Through an extensive check and rechecks of</p> <p>3 the parameters used in the calculations and also the</p> <p>4 tract participation factor calculations themselves,</p> <p>5 by several people, myself included, two other</p> <p>6 engineers and an engineering tech.</p> <p>7 <b>Q. And when I'm referencing the tract</b></p> <p>8 <b>participation factors, I guess the understanding is</b></p> <p>9 <b>I'm talking about Exhibit C --</b></p> <p>10 A. Yes.</p> <p>11 <b>Q. -- as Ms. Donohoue testified a few minutes</b></p> <p>12 <b>ago?</b></p> <p>13 A. Yes, Exhibit C.</p> <p>14 <b>Q. Has the BLM reviewed and accepted the</b></p> <p>15 <b>recalculated tract participation factors?</b></p> <p>16 A. Yes, they have.</p> <p>17 <b>Q. Did you use the same criteria or parameters</b></p> <p>18 <b>as Newfield used before?</b></p> <p>19 A. Yes, we did.</p> <p>20 <b>Q. And what are those criteria?</b></p> <p>21 A. Surface acres, usable well bores, current</p> <p>22 rate of production, and cumulative production.</p> <p>23 <b>Q. And did Newfield use the same waiting</b></p> <p>24 <b>factors that it used before?</b></p> <p>25 A. Yes, we did.</p> <p style="text-align: right;">Page 24</p>
<p>1 MR. CLAWSON: And were you recognized as an</p> <p>2 expert at that hearing?</p> <p>3 MR. JENSEN: Yes, I was.</p> <p>4 MR. CLAWSON: And we would like to continue</p> <p>5 to have him recognized as an expert for the purposes</p> <p>6 of today's hearing.</p> <p>7 CHARIMAN JOHNSON: I think we will do that.</p> <p>8 Mr. Alder?</p> <p>9 MR. ALDER: No objections, Mr. Chairman.</p> <p>10 CHARIMAN JOHNSON: No objections from the</p> <p>11 board?</p> <p>12 MR. LEAR: No objection.</p> <p>13 MR. DAVIS: No objection.</p> <p>14 MR. CLAWSON: Thank you.</p> <p>15 BY MR. CLAWSON:</p> <p>16 <b>Q. Did you have a role in recalculating the</b></p> <p>17 <b>tract participation factors for the separate units --</b></p> <p>18 <b>or separate tracts in the unit area based on a</b></p> <p>19 <b>May 31st, 2009, cutoff date?</b></p> <p>20 A. Yes, I did.</p> <p>21 <b>Q. And did Newfield use the same process that</b></p> <p>22 <b>it used and testified to at the August 26th hearing</b></p> <p>23 <b>in recalculating those interests?</b></p> <p>24 A. Yes.</p> <p>25 <b>Q. How does Newfield guarantee the accuracy of</b></p> <p style="text-align: right;">Page 23</p>	<p>1 <b>Q. And what are those factors?</b></p> <p>2 A. Five percent on surface acreage, 15 percent</p> <p>3 total waiting factor on usable well bores, 40 percent</p> <p>4 on current rate of production, and 40 percent on</p> <p>5 cumulative production.</p> <p>6 <b>Q. Did you review the affects of using the</b></p> <p>7 <b>May 31, 2009 cutoff date and the waiting factors on</b></p> <p>8 <b>the owner's interests within the unit area?</b></p> <p>9 A. Yes, I did.</p> <p>10 <b>Q. And how did you conduct that review?</b></p> <p>11 A. I constructed a list showing each of the</p> <p>12 working interest owners in the unit and their</p> <p>13 respective interest that was calculated in the unit.</p> <p>14 This would be what Kelly already testified to,</p> <p>15 Exhibit D to the -- revised Exhibit D to the unit</p> <p>16 operating agreement.</p> <p>17 <b>Q. Does using a May 31, 2009 cutoff date have</b></p> <p>18 <b>a sig -- I'm sorry.</b></p> <p>19 <b>In your opinion, are the waiting factors</b></p> <p>20 <b>fair and reasonable when combined with the May 31,</b></p> <p>21 <b>2009 cutoff date?</b></p> <p>22 A. Yes, they are.</p> <p>23 <b>Q. Does using a May 31, 2009 cutoff date have a</b></p> <p>24 <b>significant affect on the economic forecast for the</b></p> <p>25 <b>proposed project?</b></p> <p style="text-align: right;">Page 25</p>

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<p>1        A. No, it does not. It's a very economic 2 project and changing the cutoff date doesn't have an 3 affect on the economics of the project. 4        <b>Q. In your opinion, does the value of the</b> 5 <b>increased production from the project significantly</b> 6 <b>exceed the costs of implementing the proposed program</b> 7 <b>using an economic analysis based on a May 31, 2009</b> 8 <b>cutoff date?</b> 9        A. Yes, it does. 10       <b>Q. In your opinion as an expert, is the</b> 11 <b>proposed water flood using the May 31, 2009 cutoff</b> 12 <b>date necessary to foster, encourage, and promote the</b> 13 <b>development, production and utilization of the gas --</b> 14 <b>oil and gas resources of the state?</b> 15       A. Yes. 16       <b>Q. Is it necessary to prevent waste?</b> 17       A. Yes. 18       <b>Q. Is it necessary to provide for the</b> 19 <b>ultimate -- greater ultimate recovery of oil and gas?</b> 20       A. Yes. Very much so. 21       <b>Q. Is it necessary to protect correlative</b> 22 <b>rights?</b> 23       A. Yes. 24       MR. CLAWSON: That's all the questions I 25 have for this witness.</p> <p style="text-align: right;">Page 26</p>	<p>1        MR. DAVIS: Questar has ratified unit 2 operating agreement and the unit agreement and has no 3 objection and fully supports the conclusions and 4 testimony given today. 5        CHARIMAN JOHNSON: Thank you. 6        Is there anyone else present who would like 7 to address the board on this matter? 8        Mr. Coulthard? 9        MR. COULTHARD: Thank you, Mr. Chairman. 10       The Bureau of Land Management, as was stated 11 in the testimony, accepted the revised exhibits, 12 which were basically an amendment to our designation 13 dated October 21, 2009 on October 27, 2009. 14       For clarifications, the reason we wanted the 15 changes in Exhibit C-1 is because that's what that 16 basic royalty is based on. It's not based because 17 the tracts go down to the leases in Exhibits C. 18       Thank you. 19       CHARIMAN JOHNSON: Thank you. 20       Ms. Garrison? 21       MS. GARRISON: I'm LaVonne Garrison with 22 School and Institutional Trust Lands. We sent the 23 board a letter recently in support of the unit, and 24 it's been pointed out that we had an error in the 25 cutoff for approval date. The letter stated May 1st,</p> <p style="text-align: right;">Page 28</p>
<p>1        CHARIMAN JOHNSON: Mr. Alder? 2        MR. ALDER: No questions for this witness. 3        CHARIMAN JOHNSON: Does the board have any 4 questions? 5        THE BOARD: No. 6        CHARIMAN JOHNSON: Thank you, Mr. Jensen. 7        MR. CLAWSON: That is the end of our case in 8 chief for today. 9        CHARIMAN JOHNSON: Okay. 10       Mr. Alder? 11       MR. ALDER: Mr. Chairman, the Division 12 previously took no position with regard to the cutoff 13 date, and we appreciate the board's attention to this 14 matter and concern for the protection of correlative 15 rights. We do not have any witnesses or testimony to 16 offer today except in support of this matter. 17       CHARIMAN JOHNSON: Thank you. 18       Mr. Lear? 19       MR. LEAR: The clients that we represent, 20 which again are Quinex and John Chasel and Montana -- 21 or Wyoming and Montana Oil Company and Balsam 22 Producing Properties have ratified and are in support 23 of the unit agreement and the proposal as presented. 24       CHARIMAN JOHNSON: Thank you. 25       Mr. Davis?</p> <p style="text-align: right;">Page 27</p>	<p>1       and we'd like to verbally correct that to May 31st, 2 and we do stand in support of the unit. 3       CHARIMAN JOHNSON: Thank you. 4       Anyone else? 5       (No response.) 6       No? So then I think we'll -- we will 7 adjourn for hopefully a very short break to 8 deliberate and we'll be back quickly with an answer. 9       MR. CLAWSON: Thank you very much. 10       CHARIMAN JOHNSON: Thank you. 11       Thank everyone's participation and thank you 12 for coming to see us again. 13       (Short recess taken.) 14       CHARIMAN JOHNSON: We'll go back on the 15 record. The board has decided unanimously to grant 16 the petitioner's requests in all respects, including 17 the May 31, 2009 cutoff date. 18       Mr. Clawson, if you would prepare an order, 19 we would appreciate that. 20       MR. CLAWSON: I would be glad to. Thank you 21 very much. 22       CHARIMAN JOHNSON: Thank you. 23       Again, thanks to everybody for their 24 participation in this. 25       Is there anything else that needs to come</p> <p style="text-align: right;">Page 29</p>

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<div>1 before the board this morning? 2 Mr. Alder? 3 MR. ALDER: Oh, no. But for recognizing, 4 I'd just salute Mr. Clawson for his efficiency and 5 the board as well. 6 CHARIMAN JOHNSON: Okay. Thank you. 7 We do appreciate your efficiency this 8 morning. 9 MR. CLAWSON: Thank you very much. 10 CHARIMAN JOHNSON: Thank you very much. 11 We're adjourned. 12 (This hearing was adjourned at 13 8:38 a.m.) 14 * * * * * 15 16 17 18 19 20 21 22 23 24 25</div>	
<div>1 REPORTER'S CERTIFICATE 2 3 STATE OF UTAH     ) 4                     ) 5 COUNTY OF UTAH    ) 6 7 I, Emily A. Gibb, a Certified Shorthand 8 Reporter and Registered Professional Reporter, hereby 9 certify: 10 THAT the foregoing proceedings were taken 11 before me at the time and place set forth in the 12 caption hereof; that the witness was placed under 13 oath to tell the truth, the whole truth, and nothing 14 but the truth; that the proceedings were taken down 15 by me in shorthand and thereafter my notes were 16 transcribed through computer-aided transcription; and 17 the foregoing transcript constitutes a full, true, 18 and accurate record of such testimony adduced and 19 oral proceedings had, and of the whole thereof. 20 I have subscribed my name on this ____ day 21 of _____, 2009. 22 23 24 25 <div style="text-align: center;">_____ Emily A. Gibb, RPR, CSR</div></div>	

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